

AFFIDAVIT

1. My name is Daniel P. Vigeant.
2. Presently, I am employed by the Brockton Public School District (the "District") as the Director of Technology Services. My immediate predecessor was Anne Thompson.
3. My responsibilities as Director of Technology Services include oversight of programs benefiting from financial support from the Schools and Libraries Support Mechanism ("E-Rate Program") administered by the Universal Service Administrative Company ("USAC").
4. Consistent with my responsibilities, I have had the opportunity to meet and speak with representatives of Achieve Telecom Network of Massachusetts, LLC ("Achieve") the vendor that provides certain telecommunications services to the District resulting from FCC Form 470 Application No.560310000617305.
5. I am informed and believe that Achieve was at all times during which services have been provided by it to the District an E-Rate approved provider of such services and that Achieve was also approved by the Commonwealth of Massachusetts as a provider of such services.
6. At no time during any of my interactions with Achieve or any of its representatives was I ever informed of, made aware of, or otherwise led to believe or suspect that Achieve had any partnership or affiliation with United States Distance Learning Association ("USDLA"). In fact, even as of this date I am unaware of any partnership or affiliation between Achieve and USDLA except to the extent that I have

DECLARATION STATEMENT

1. I, James Halloran was the Director of Information Technology for the City of Somerville, Somerville, Massachusetts ("Somerville"). I occupied the position from January, 2004 until March, 2007. My responsibilities with the Somerville included the oversight of the process of preparing, submitting and processing applications for financial support from the Schools and Libraries Support Mechanism ("E-Rate Program") administered by the Universal Service Administrative Company ("USAC").

2. Consistent with my responsibilities, I participated in the Somerville's application process for E-Rate Program support for Funding Years 2005-2006 and 2006-2007 relating to FCC Form 470 Applications filed for certain eligible telecommunications services ("Application"). Part of that participation included, when necessary, meeting, after the required posting of the Application with USAC, with representatives of Achieve Telecom Network of Massachusetts, LLC ("Achieve") to receive a presentation about Achieve's digital transmission services. I also reviewed written proposals submitted by Achieve concerning its proposed services in response to the Applications. Pursuant to state and local procurement rules and E-Rate Program Rules, for each of the Funding Years in questions, Somerville chose Achieve to provide the digital transmission services. As required under E-Rate Program Rules, the Somerville timely submitted FCC Form 471 Nos. 2005-2006: 455467; 2006-2007: 516499 to USAC. USAC approved the E-Rate Program support by Funding Commitment Decisions Letters for Funding Requests Nos. 1257549 and 1421087, for 2005-2006 and 2006-2007 respectively (FDLS").

3. I have reviewed the both Notification of Commitment Adjustment Letters, dated January 14, 2009, whereby USAC has rescinded and seeks recovery of the support approved or provided

pursuant to the FCDL ("Decisions"). In particular, I have reviewed the Funding Commitment Adjustment Explanations. I am providing this Declaration in connection with the Somerville's appeal of the Decisions.

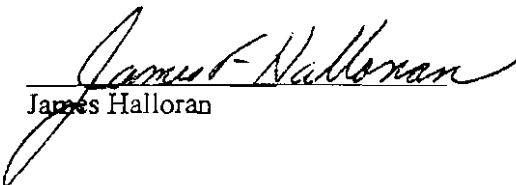
4. Achieve's oral and written presentations to the Somerville in connection with the Applications did not represent in any way that Achieve was offering a service that would be "no cost" to the Somerville.

5. To the best of my knowledge and belief, Somerville was not aware of the existence of any partnership between Achieve and USDLA. To the best of my knowledge and belief, Somerville was unaware that Achieve allegedly solicited donations for USDLA.

6. To the best of my knowledge and belief, there was never an offer by Achieve to waive or otherwise not require payment of Somerville's Share. Nor did Achieve ever offer to rebate Somerville's Share.

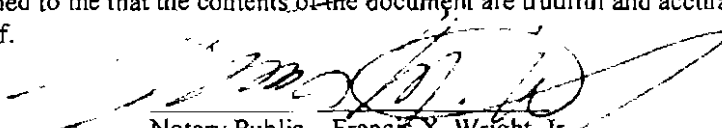
7. Somerville did not withhold information as to the application and award of the Grant from USDLA to cover Somerville's Share throughout all aspects of the E-Rate application process, selective review process, and service invoice processing.

I declare under penalty of perjury that the foregoing is true and correct on this 5th day of March, 2009.


James Halloran

Middlesex, ss.

On this 5th day of March, 2009, before me, the undersigned notary public, personally appeared James Halloran, who is personally known to me to be the person whose name is signed on the preceding document, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his knowledge and belief.


Notary Public - Francis X. Wright, Jr.
My commission expires: June 18, 2015

DECLARATION STATEMENT

I, Kate Ashton am the Grants Administrator for the City of Somerville, Somerville, Massachusetts ("Somerville"). I have occupied the position since September, 2000. My responsibilities with the City of Somerville included participation in the process of preparing, submitting and processing applications for financial support from the Schools and Libraries Support Mechanism ("E-Rate Program") administered by the Universal Service Administrative Company ("USAC"), as well as participation in the selective review process.

2. Consistent with my responsibilities, I participated in Somerville's application process for E-Rate Program support for Funding Years 2005-2006 and 2006-2007 relating to FCC Form 470 Applications filed for certain eligible telecommunications services ("Application"). My role in the 471 submissions to USAC for Long Distance Learning Services to be provided by Achieve subject to E-Rate approval was related to setting up and keeping files of the documents relating to the Achieve 471 submissions and assisting the City's E-Rate Administrative Authority in coordinating the E-Rate process with the E-Rate consultant. As required under E-Rate Program Rules, Somerville timely submitted FCC Form 471 Nos. 2005-2006: 455467; 2006-2007: 516499 to USAC. USAC approved the E-Rate Program support by Funding Commitment Decisions Letters for Funding Requests Nos. 1257549 and 1421087, for 2005-2006 and 2006-2007 respectively (FDLS").

3. I have reviewed both Notification of Commitment Adjustment Letters, dated January 14, 2009, whereby USAC has rescinded and seeks recovery of the support approved or provided pursuant to the FCDL ("Decisions"). In particular, I have reviewed

the Funding Commitment Adjustment Explanations. I am providing this Declaration in connection with the Somerville's appeal of the Decisions.

4. I learned from School Personnel that there was an opportunity for the School District to apply for a grant to cover the District's share of the cost of the services ("Somerville Share") covered by the Applications ("Grant").

5. To the best of my knowledge and belief, Somerville was not aware of the existence of any partnership between Achieve and USDLA and was unaware that Achieve allegedly solicited donations for USDLA.

6. To the best of my knowledge and belief, there was never an offer by Achieve to waive or otherwise not require payment of Somerville School District's share. Nor to the best of my knowledge did Achieve ever offer to rebate the District's share.

7. My responsibilities with the City of Somerville included the oversight of the process of preparing, submitting and processing the Selective Review Process for the Schools and Libraries Division ("E-Rate Program") administered by the Universal Service Administrative Company ("USAC"), by and through Grant Thornton LLP for Funding Year 2006, as it related to the submissions of the billed entity, the Somerville School District.

8. Consistent with my responsibilities, as an administrator supporting the E-Rate Authorized Representative and working with the Authorized Representative, I compiled all necessary review material and provided all necessary documentation on behalf of the Somerville School District, as it related to the selective review process. The District disclosed the grant award from United States Distance Learning Association ("USDLA") in response to Item 10.4 of Attachment B. , see Exhibit 1.

9. In its "Report of Independent Certified Public Accountant", dated July 15, Grant Thornton LLP 2008, which conducted the selective review, concluded that the Somerville School District complied with the requirements relative to disbursements of funds and its applications and service provider selections processes, see Exhibit 2.

10. To the best of my knowledge the Somerville did not withhold information as to the application and award of the Grant from USDLA to cover the Somerville School District's share throughout all aspects of the E-Rate application process and selective review process.

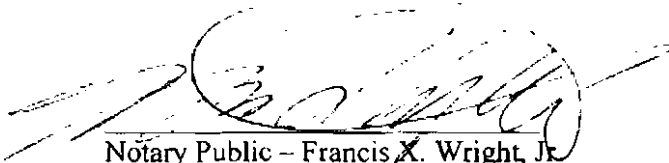
I declare under penalty of perjury that the foregoing is true and correct on this 12th day of March, 2009.



Kate Ashton

Middlesex, ss.

On this 12th day of March, 2009, before me, the undersigned notary public, personally appeared Kate Ashton, who is personally known to me to be the person whose name is signed on the preceding document, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of her knowledge and belief.



Notary Public – Francis X. Wright, Jr.
My commission expires: June 18, 2018

DECLARATION STATEMENT

I, Joseph Mastrocola was the Coordinator of Instructional Technology for the City of Somerville School District, Somerville, Massachusetts ("Somerville"). I occupied the position during the time period at issue, until June 2006. My responsibilities with Somerville included assisting with the applications for financial support from the Schools and Libraries Support Mechanism ("E-Rate Program") administered by the Universal Service Administrative Company ("USAC").

2. Consistent with my responsibilities, I participated in Somerville's application process for E-Rate Program support for Funding Years 2005-2006 relating to FCC Form 470 Applications filed for certain eligible telecommunications services ("Application"). I did not take part in the process for 2006-2007 because I had left my position with Somerville in June 2006. Part of my participation included, when necessary, meeting, after the required posting of the Application with USAC, with representatives of Achieve Telecom Network of Massachusetts, LLC ("Achieve") to receive a presentation about Achieve's digital transmission services. I also reviewed of written proposals submitted by Achieve concerning its proposed services in response to the Applications. Pursuant to state and local procurement rules and E-Rate Program Rules, for each of the Funding Years in questions, Somerville chose Achieve to provide the digital transmission services pursuant to the terms of a contract entered into by the City of Somerville and Achieve.. As required under E-Rate Program Rules, Somerville timely submitted FCC Form 471 No. 2005-2006: 455467; to USAC. USAC approved the E-Rate Program support by Funding Commitment Decisions Letter for Funding Requests No. 1257549 for 2005-2006 (FDLS").

3. I have reviewed the Notification of Commitment Adjustment Letters, dated January 14, 2009, whereby USAC has rescinded and seeks recovery of the support approved or provided pursuant to the FCDL ("Decisions"). In particular, I have reviewed the Funding Commitment Adjustment Explanations. I am providing this Declaration in connection with the Somerville's appeal of the Decisions.

4. Achieve's oral and written presentations to Somerville in connection with the Applications did not represent in any way that Achieve was offering a service that would be "no cost" to the Somerville. Achieve did inform Somerville of the opportunity to apply for a grant from the United States Distance Learning Association ("USDLA") to cover Somerville's share of the cost of the services ("Somerville Share") covered by the Applications ("Grant"). Achieve also generally noted that there were other potential sources of such grants. However, Achieve did not represent, either orally or in writing to Somerville that if Somerville selected Achieve as its service provider and applied for such a Grant from USDLA, that approval of the Grant by USDLA was guaranteed. Achieve did not present an automatic Grant from USDLA as part of the Achieve service proposal made to Somerville. Furthermore, USDLA specified that the Grant awards were not contingent upon the selection of Achieve for the provision of services to the Somerville.

5. Somerville obtained, prepared and filed its own applications with USDLA for the Grants. Achieve was not involved in any way in the Grant application process. On behalf of Somerville I dealt directly with USDLA personnel in completing the necessary forms to apply for the Grants.

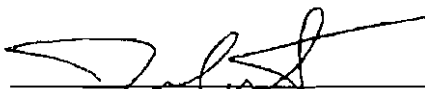
6. To the best of my knowledge and belief, Somerville was not aware of the existence of any partnership between Achieve and USDLA. To the best of my knowledge and belief, Somerville was unaware that Achieve allegedly solicited donations for USDLA.

7. To the best of my knowledge and belief, there was never an offer by Achieve to waive or otherwise not require payment of Somerville's Share. Nor did Achieve ever offer to rebate Somerville's Share.

8. Somerville did not withhold information as to the application and award of the Grant from USDLA to cover Somerville's Share throughout all aspects of the E-Rate application process, selective review process, and service invoice processing.

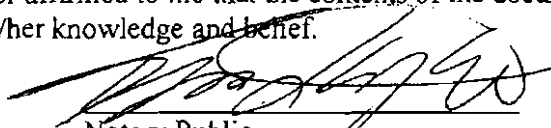
I declare under penalty of perjury that the foregoing is true and correct on this 6th day of March, 2009.

Essex
Middlesex, ss.



Joseph Mastrocola

On this 6th day of March, 2009, before me, the undersigned notary public, personally appeared Joseph Mastrocola, proved to me through satisfactory evidence of identification, which was driver's license, to be the person whose name is signed on the preceding document, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.



Notary Public
My commission expires: June 15, 2015

DECLARATION

1. I, Robert G. Hamel, was the Assistant to the Superintendent for the Springfield Public School District of Springfield, Massachusetts ("District"). I occupied that position from December, 1995 until January, 2008. My responsibilities with the District included the oversight of the process for preparing, submitting and processing applications for financial support from the Schools and Libraries Support Mechanism ("E-Rate Program") administered by the Universal Service Administrative Company ("USAC").

2. Consistent with my responsibilities, I participated in the District's application process for E-Rate Program support for Funding Years 2004 through 2007 relating to FCC Form 470 Applications filed for certain eligible telecommunications services ("Application"). Part of that participation included, where necessary, meeting, after the required posting of the Application with USAC, with representatives of Achieve Telecom Network of Massachusetts, LLC ("Achieve") to receive a presentation about Achieve's digital transmission services. I also reviewed written proposals submitted by Achieve concerning its proposed services in response to the Applications. Pursuant to state and local procurement rules and E-Rate Program Rules, for each of the Funding Years in question, Springfield chose Achieve to provide the digital transmission services pursuant to the terms and conditions set forth in State Master Contract ITS07. As required under E-Rate Program rules, the District timely submitted FCC Form 471 Nos. 2004: 433768; 2005: 487623; 2006: 538332; 2007: 577110 to USAC. USAC approved the E-Rate Program support by Funding Commitment Decision Letters for Funding Request Nos. 1207981, 1352672; 1490940; and 1595241 for 2004, 2005, 2006 and 2007 respectively ("FCDLs")

3. I have reviewed the four (4) Notification of Commitment Adjustment Letters, dated September 8, 2008, whereby USAC has rescinded and seeks recovery of the support approved or provided pursuant the FCDL ("Decisions"). In particular, I have reviewed the Funding Commitment Adjustment Explanations. I am providing this Declaration in connection with the District's appeal of the Decisions.

4. Achieve's oral and written presentations to the District in connection with the Applications did not represent in any way that Achieve was offering a service that would be "no cost" to the District. Achieve did inform the District of the opportunity to apply for a grant from the United States Distance Learning Association ("USDLA") to cover the District's share of the cost of the services ("District Share") covered by the Applications ("Grant"). Achieve also generally noted that there were other potential sources of such grants. However, Achieve did not represent, either orally or in writing to the District, that if the District selected Achieve as its service provider and applied for such a Grant from USDLA, that approval of the Grant by USDLA was guaranteed. Achieve did not present an automatic Grant from USDLA as part of the Achieve service proposals made to the District. Furthermore, USDLA specified that the Grant awards were not contingent upon the selection of ACHIEVE for the provision of services to the District.

5. The District obtained, prepared and filed its own applications with USDLA for the Grants. Achieve was not involved in any way in the Grant application process. District personnel dealt directly with USDLA personnel in completing the necessary forms to apply for the Grants.

6. The District was not aware of the existence of any alleged partnership between ACHIEVE and USDLA. The District was also unaware of any donations solicited by ACHIEVE for USDLA.

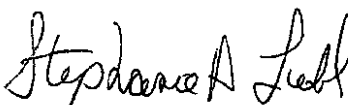
7. There was never an offer by ACHIEVE to waive or otherwise not require payment of the District's Share. Nor did ACHIEVE ever offer to rebate the District's Share.

8. The District disclosed the application and award of the Grant from USDLA to cover the District's Share throughout all aspects of the E-Rate application process, selective review process, and service invoice processing.

I declare under penalty of perjury that the foregoing is true and correct on this 6th day of November, 2008.



Robert G. Hamel



STEPHANIE A. LIEBL
Notary Public
My Commission Expires October 22, 2010



City of Chelsea
Law Department
City Hall, 500 Broadway
Chelsea, Massachusetts 02150

Telephone: (617) 466-4150
Fax: (617) 466-4159

Cheryl Anne Watson
City Solicitor
Cwatson@chelseama.gov

Via Certified Receipt and First Class Mail

January 29, 2009

Letter of Appeal
Schools and Libraries Division
Dept. 125 – Correspondence Unit
100 South Jefferson Road
Whippany, NJ 07981

Re: Appeal of Funding Commitment Adjustment Report
Form 471 Application Number: 502263 and 447884

To Whom It May Concern:

This is the Chelsea School District's (hereinafter "Chelsea") appeal of USAC's Determination that Chelsea violated the Schools and Libraries Program rules in Funding Years 2005 ad 2006. Chelsea adamantly denies any wrongdoing and request that you review the appeal below and the attach documents and overturn your decision to rescind funding in full.

Chelsea asserts that it in no way violated any state or federal laws regarding competitive bidding. In fact, your notification fails to state evidence showing Chelsea in fact violated any rules. This appeal pertains to the following:

Billed Entity: 120548
FCC Registration No.: D012041364
Forms 471 Application Numbers: 447884 and 502263

Chelsea received with the Notification of Commitment Adjustment Letters for Funding Years 2005 and 2006 on or about January 14, 2009. The person you may discuss this appeal with is me, Cheryl Anne Watson, City Solicitor/School Counsel, City of Chelsea, City Hall, 500 Broadway, Chelsea, Massachusetts 02150, telephone 617-466-4150, facsimile 617-466-4159, email cwatson@chelseama.gov.

FACTS:

During the 2004-2005 school year, Chelsea began to explore options to implement a long distance learning option within its menu of course offerings. In the course of this process, for the school years 2005-2006 and 2006-2007, Chelsea entered into a contract with Achieve Telecom to provide long distance learning services and sought funds through the federal erate program and a private grant to pay for this service. Chelsea, in December of 2004 advertised for the long distance learning services using the form 470 process and

indicated in our bidding process that we were going to choose a vendor already approved by the Commonwealth of Massachusetts for these services. The Schools and Libraries Division of the Universal Service Administrative Company (SLD) is the federal agency that approved this service for the erate discount. The form 470 is an approved process by the SLD.

Chelsea also applied for and received a grant from the United States Distance Learning Association (USDLA) to pay for amounts due Achieve Telecom not covered by the erate discount. A summary of the source and use of funds is as follows:

School Year	Achieve Telecom cost of service	Portion funded through erate discount	Portion funded through USDLA grant
2005-2006	\$45,150	\$36,120	\$9,030
2006-2007	\$45,150	\$36,120	\$9,030

School Year 2005-2006

In mid December 2004, Chelsea advertised for responses to Form 470.

On December 20, 2004, Chelsea filed (posted) its Form 470 Form with the SLD [Attached as Exhibit A is Chelsea's Form 470]. Also on December 20, 2004, Achieve Telecom Network ("Achieve") filed its response to the 470 application with Chelsea [Attached as Exhibit B is Achieve's response]. Achieve was the only company to respond.

On February 8, 2005, Chelsea submitted its Form 471 application.

On June 27, 2005, Chelsea received notification from USDLA that it was approved for a grant for Chelsea's Digital Divide Project. In that letter there was no mention of the amount of the grant [Attached as Exhibit C is the June 27, 2005 letter from USDLA]. It should be noted that prior to applying for the USDLA grant Miguel Andreottola, Chelsea Public School's Technology Director, checked the SLD website for information and the guidelines.

On about July 26, 2005, Chelsea entered into a contract for services with Achieve. Chelsea had encumbered the funds for the contract [Attached as Exhibit D is the Contract between Chelsea and Achieve].

On August 31, 2005, Chelsea received a reaffirmation of the grant approved for three years from USDLA. In that letter, USDLA directs and informs Chelsea that all invoices should be sent to its vendor, Achieve [Attached as Exhibit E is the August 31, 2005 letter].

School Year 2006-2007¹

¹ Copies of documents for School Year 1006 -- 2007 are available upon request.

On December 8, 2005, Chelsea advertised for responses to Form 470. And on December 9, 2005, Achieve filed its response to the 470 application with Chelsea. Achieve was the only company to respond.

In early May, 2006, Chelsea submitted a letter to USDLA applying for the second year of the grant.

On about July 18, 2006, Chelsea extended the previous contract for services with Achieve. Chelsea had encumbered the funds for the contract.

On September 8, 2008, Chelsea received notification that SLD was requiring a response within a couple of weeks regarding Chelsea's compliance with the rules of the program. This notification informed us that SLD determined prior to sending us the notification that Achieve and other entities relied on USDLA grants [Attached as Exhibit F is the September 8, 2008 letter]. The letter then specifically inquires as to whether the Chelsea used the grants in funding years FY 2005 and FY 2006. Chelsea responded in the affirmative; Chelsea responded truthfully that it did use USDLA grant monies in FY 2005 and FY 2006.

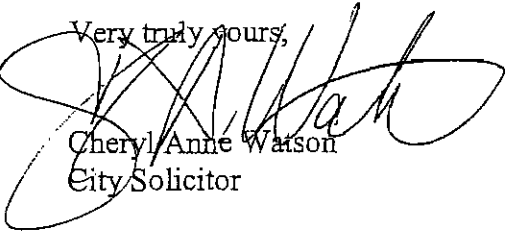
ARGUMENT:

Chelsea asserts that it in no way violated any state or federal laws regarding competitive bidding. As the facts point out, and there are no facts stating the contrary, Chelsea followed all bidding requirements and did so for both Funding years. Chelsea has never stated that it relied on any information from Achieve regarding funding of their services.

- a. Chelsea has and had no knowledge of a relationship between Achieve and USDLA prior to the September 2008 notification.
- b. Chelsea has and had no knowledge of USDLA's process and determination of awarding funds. In fact, notification of the award informed Chelsea that it was not dependent upon a selection of any specific vendor. Chelsea relied on that statement.
- c. Achieve at no time indicated in their bid, which is attached as Exhibit B, an offer or guarantee of any grants or rebates for their service. Chelsea applied for such grant on its own prior to Achieve, during contract negotiations, mentioned that grant funding was available. If you review the contract with Achieve you will not find any offers or guarantee of grants or rebates.
- d. As to the September 8, 2008 notification, Chelsea did not admit or affirm that Chelsea relied on USDLA grants as a condition of agreeing to contract with Achieve. The answer to the trick question was based on the last sentence. Chelsea only answered in the affirmative that it received funding and used it for FY 2005 and FY 2006. Chelsea's contract with Achieve clearly shows that Chelsea was prepared to pay Achieve for the non-discounted share of the costs, whether or not we received a grant from USDLA.

The above facts and attached documents show that the City in no way colluded, as alleged with Achieve and has not violated any rules or procedures of the SLD program.

Very truly yours,



Cheryl Anne Watson
City Solicitor

CAW/nas

cc: Dr. Thomas Kingston, Superintendent of Chelsea Public Schools

bcc: McCune

Andrzejottola

EXHIBIT 13

DECLARATION

1. I, Robert G. Hamel, was the Assistant to the Superintendent for the Springfield Public School District of Springfield, Massachusetts ("District"). I occupied that position from December, 1995 until January, 2008. My responsibilities with the District included the oversight of the process for preparing, submitting and processing applications for financial support from the Schools and Libraries Support Mechanism ("E-Rate Program") administered by the Universal Service Administrative Company ("USAC").

2. Consistent with my responsibilities, I participated in the District's application process for E-Rate Program support for Funding Years 2004 through 2007 relating to FCC Form 470 Applications filed for certain eligible telecommunications services ("Application"). Part of that participation included, where necessary, meeting, after the required posting of the Application with USAC, with representatives of Achieve Telecom Network of Massachusetts, LLC ("Achieve") to receive a presentation about Achieve's digital transmission services. I also reviewed written proposals submitted by Achieve concerning its proposed services in response to the Applications. Pursuant to state and local procurement rules and E-Rate Program Rules, for each of the Funding Years in question, Springfield chose Achieve to provide the digital transmission services pursuant to the terms and conditions set forth in State Master Contract ITS07. As required under E-Rate Program rules, the District timely submitted FCC Form 471 Nos. 2004: 433768; 2005: 487623; 2006: 538332; 2007: 577110 to USAC. USAC approved the E-Rate Program support by Funding Commitment Decision Letters for Funding Request Nos. 1207981, 1352672; 1490940; and 1595241 for 2004, 2005, 2006 and 2007 respectively ("FCDLs")

3. I have reviewed the four (4) Notification of Commitment Adjustment Letters, dated September 8, 2008, whereby USAC has rescinded and seeks recovery of the support approved or provided pursuant the FCDL ("Decisions"). In particular, I have reviewed the Funding Commitment Adjustment Explanations. I am providing this Declaration in connection with the District's appeal of the Decisions.

4. Achieve's oral and written presentations to the District in connection with the Applications did not represent in any way that Achieve was offering a service that would be "no cost" to the District. Achieve did inform the District of the opportunity to apply for a grant from the United States Distance Learning Association ("USDLA") to cover the District's share of the cost of the services ("District Share") covered by the Applications ("Grant"). Achieve also generally noted that there were other potential sources of such grants. However, Achieve did not represent, either orally or in writing to the District, that if the District selected Achieve as its service provider and applied for such a Grant from USDLA, that approval of the Grant by USDLA was guaranteed. Achieve did not present an automatic Grant from USDLA as part of the Achieve service proposals made to the District. Furthermore, USDLA specified that the Grant awards were not contingent upon the selection of ACHIEVE for the provision of services to the District.

5. The District obtained, prepared and filed its own applications with USDLA for the Grants. Achieve was not involved in any way in the Grant application process. District personnel dealt directly with USDLA personnel in completing the necessary forms to apply for the Grants.

6. The District was not aware of the existence of any alleged partnership between ACHIEVE and USDLA. The District was also unaware of any donations solicited by ACHIEVE for USDLA.


7. There was never an offer by ACHIEVE to waive or otherwise not require payment of the District's Share. Nor did ACHIEVE ever offer to rebate the District's Share.

8. The District disclosed the application and award of the Grant from USDLA to cover the District's Share throughout all aspects of the E-Rate application process, selective review process, and service invoice processing.

I declare under penalty of perjury that the foregoing is true and correct on this 6th day of November, 2008.



Robert G. Hamel



STEPHANIE A. LIEBL
Notary Public
My Commission Expires October 22, 2010

EXHIBIT 14

*Recd 2/23/05*

Central Office
P.O. Box 1410
195 State Street
Springfield, MA
01102-1410

THE PUBLIC SCHOOLS of SPRINGFIELD, MASSACHUSETTS

Dr. Joseph P. Burke
Superintendent of Schools

Voice: (413) 787-7087
Fax: (413) 787-7171
E-mail: burkej@sps.springfield.ma.us

February 14, 2005

Dr. John Flores
Executive Director
United States Distance Learning Association
8 Winter Street
Suite 508
Boston, MA 02108

RE: Springfield Public Schools Distance Learning Project

Dear Dr. Flores:

Springfield Public Schools is pleased to submit the attached grant application to United States Distance Learning Association (USDLA). We look forward to your partnership in our efforts to provide an effective distance-learning project for our schools.

We request that USDLA consider our request for additional grant funding for our 2005 E-rate project for distance learning and telecommunications. As you know, E-rate will pay a significant portion of the required funds need to secure the technology resources desired for our distance learning and telecommunications project.

Thank you for your interest in Springfield Public Schools. We envision this exciting distance learning project becoming a reality for our teachers and students and we appreciate your assistance in helping us achieve our vision.

Sincerely,

Dr. Joseph P. Burke
Superintendent of Schools

**Grant Application for K-12 Distance Learning Projects**

Project Title: Springfield Public Schools Digital Divide Project

Applicant Organization: Springfield Public School District
Street Address: 195 State Street
City, State, Zip: Springfield, MA 01102-1410
Telephone: 413.787.7100
Fax: 413.787.7211

Applicant Organization Fiscal Officer or Authorizing Official

Name: Dr. Joseph P. Burke, Superintendent
Email: burkej@sps.springfield.ma.us
Street Address: 195 State Street
City, State, Zip: Springfield, MA 01102-1410
Telephone: 413.787.7087
Fax: 413.787.7211

Project Director (s)

Name: Donna Boivin, Director of Technology
Email: boivind@sps.springfield.ma.us
Street Address: 195 State Street
City, State, Zip: Springfield, MA 01102-1410
Telephone: 413.787.7125
Fax: 413.787.6713

Name: Robert G. Hamel, Assistant to Superintendent
Email: hameln@sps.springfield.ma.us
Street Address: 195 State Street
City, State, Zip: Springfield, MA 01102-1410
Telephone: 413.787.7087
Fax: 419.730.6652

Co-Sponsoring Organizations (if any)

(N/A)

Brief Description of Project :

One of our primary goals at Springfield Public Schools is to develop and implement projects that utilize state-of-the-art technology that can bridge the Digital Divide which we experience as a large urban school district. A critical need is to develop a network to provide distance learning and content delivery for our students and teachers.

SPS has contracted for this service with an eligible telecommunications provider, Achieve Telecom Network of MA, LLC., who offers a distance learning transmission service, called AchieveXpress. AchieveXpress is a comprehensive telecommunications service that permits video, audio and text to be transmitted from one site to one or more sites for use by emergency management, corporations, government facilities, educational institutions or libraries. The telecommunications services of AchieveXpress are used to electronically deliver training and instructional materials and other data to equipment provided by Achieve Telecom that is then connected to the Customer's local area network. Achieve Telecom provides AchieveXpress as a fully managed telecommunications service and can use existing Customer bandwidth for delivery or provision additional terrestrial or satellite connectivity. The AchieveXpress service qualifies for funding as a telecommunications service from the Federal E-rate program.

SPS has applied for funding of this project from the Federal E-rate program and we anticipate receiving financial coverage for 87% of the cost from that key resource. Therefore, we are asking the USDLA for a grant of 13% of the project cost to support our initiatives in implementing this service in forty-six (46) schools in our district.

Cost of One (1) Year Project:

Grant Request: \$217,347.00 Cost-share: \$1,454,553.00 Total Cost of Project: \$1,671,900.00

Date you plan to begin making expenditures for project activities: July 1, 2005

Date you plan to finish making expenditures for project activities, if applicable: N/A

By signing and submitting a grant application, the authorizing official of the applicant institution is providing certification regarding compliance with federal nondiscrimination statutes, debarment and suspension, and fair labor standards.

Institution's Authorizing Official: _____



February 14, 2005

Date: _____

Please mail two (2) original copy to:

The United States Distance Learning Association
8 Winter Street, Suite 508
Boston, MA 02108-4705
Attn: Grant Administrator

Or, email to Grant Administrator at grantadmin@usdla.org.



Central Office
P.O. Box 1410
195 State Street
Springfield, MA
01102-1410

THE PUBLIC SCHOOLS of SPRINGFIELD, MASSACHUSETTS

Dr. Joseph P. Burke
Superintendent of Schools

Voice: (413) 787-7087
Fax: (413) 787-7171
E-mail: burkej@sps.springfield.ma.us

January 17, 2007

Dr. John Flores, Executive Director
United States Distance Learning Association
8 Winter Street, Suite 508
Boston, MA 02108

RECEIVED JAN 17 2007

RE: Springfield Public Schools Distance Learning Project

Dear Dr. Flores:

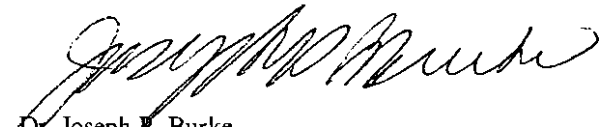
Please find attached the Grant Application (2 copies) from Springfield Public Schools for funding from the USDLA Digital Divide Fund.

We appreciate your support of K-12 projects through this grant program that offers a funding resource to assist us in providing state-of-the-art technology that enhances the classroom learning experience. At this time, we request your assistance to enable advance learning resources for all of our students and teachers.

Through funding from the ERate program, Springfield Public Schools has the opportunity to receive a percentage of the required project funds; therefore, we have outlined in the attached grant application, our request for the balance of required funding to ensure the success of this Distance Learning project for our schools/students.

Please find enclosed all supporting documentation that is required for your immediate consideration of our grant request. If you need further assistance, you may reach me at 413-787-7087 or burkej@sps.springfield.ma.us.

Sincerely,



Dr. Joseph P. Burke
Superintendent of Schools